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TRIWOLF MEDIA, LLC and
TANGO MULTIMEDIA PRODUCTIONS, LLC

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF CALIFORNIA

COLONIZE MEDIA, INC.,	) Case No.: 1:20-cv-01053-DAD-SAB
)
Plaintiff,	) The Honorable Dale A. Drozd
	) Courtroom 5, 7 th floor
v.)
	) DEFENDANTS TRIWOLF MEDIA, LLC
TATE A. PALMER, TRIWOLF	) AND TANGO MULTI MEDIA
MEDIA, LLC, and TANGO MULTI	) PRODUCTIONS, LLC'S ANSWER AND
MEDIA PRODUCTIONS, LLC,	) AFFIRMATIVE DEFENSES TO
	) PLAINTIFF'S FIRST AMENDED
Defendants.	) COMPLAINT
)
	) DEMAND FOR JURY TRIAL
)
	) COMPLAINT FILED: July 29, 2020
	) SCHEDULING CONFERENCE: January 26, 2021

Defendants TRIWOLF MEDIA, LLC ("**Triwolf**") and TANGO MULTI MEDIA PRODUCTIONS, LLC ("**Tango**") (collectively, "**Defendants**") hereby submit their Answer and Affirmative Defenses to the First Amended Complaint ("**FAC**") filed by plaintiff COLONIZE MEDIA, INC. ("**Colonize**" or "**Plaintiff**"). Except as expressly admitted below, Defendants deny each and every allegation of the FAC.

JURISDICTION AND VENUE

1
2 1. The allegations contained in paragraph 1 call for legal conclusions and
3 therefore require no response. To the extent that a response is required to the allegations
4 of paragraph 1, Defendants deny knowledge or information sufficient to form a belief as
5 to the truth of the allegations in paragraph 1 of the FAC.

6 2. The allegations contained in paragraph 2 call for legal conclusions and
7 therefore require no response. To the extent that a response is required to the allegations
8 of paragraph 2, Defendants deny knowledge or information sufficient to form a belief as
9 to the truth of the allegations in paragraph 2 of the FAC.

10 3. The allegations contained in paragraph 3 call for legal conclusions and
11 therefore require no response. To the extent that a response is required to the allegations
12 of paragraph 3, Defendants deny knowledge or information sufficient to form a belief as
13 to the truth of the allegations in paragraph 3 of the FAC.

14 4. The allegations contained in paragraph 4 call for legal conclusions and
15 therefore require no response. To the extent that a response is required to the allegations
16 of paragraph 4, Defendants deny knowledge or information sufficient to form a belief as
17 to the truth of the allegations in paragraph 4 of the FAC.

18 **PARTIES**

19 5. Defendants deny knowledge or information sufficient to form a belief as to
20 the truth of the allegations of paragraph 5 of the FAC, and therefore deny same and
21 demand strict proof thereof.

22 6. Defendants deny knowledge or information sufficient to form a belief as to
23 the truth of the allegations of paragraph 6 of the FAC, and therefore deny same and
24 demand strict proof thereof.

25 7. Defendants deny knowledge or information sufficient to form a belief as to
26 the truth of the allegations of paragraph 7 of the FAC, and therefore deny same and
27 demand strict proof thereof.

8. Defendants admit that Triwolf is a limited liability company organized and existing under the laws of the State of Delaware and registered to do business in the State of California. The remaining allegations contained in paragraph 8 constitute conclusions of law or other nonfactual allegations to which no answer is required.

9. Defendants admit that Triwolf engages in the business of monetizing intellectual property rights. Except as so admitted, Defendants deny the remaining allegations contained in paragraph 9.

10. Defendants admit that Tango is a limited liability company organized and existing under the laws of the State of California and registered to do business in the State of California. The remaining allegations contained in paragraph 10 constitute conclusions of law or other nonfactual allegations to which no answer is required.

11. Defendants admit that Tango engages in the business of digital music distribution. Except as so admitted, Defendants deny the remaining allegations contained in paragraph 11.

12. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 12 of the FAC, and therefore deny same and demand strict proof thereof

13. Defendants admit that the majority owner of Triwolf owns a minority interest in Tango. Except as so admitted, Defendants deny the remaining allegations contained in paragraph 13.

14. Defendants deny the allegations of Paragraph 14 of the FAC.

15. Defendants deny the allegations of Paragraph 15 of the FAC.

16. Defendants admit the allegations of Paragraph 16 of the FAC.

FACTUAL ALLEGATIONS

17. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 17 of the FAC, and therefore deny same and demand strict proof thereof.

1 18. Defendants deny knowledge or information sufficient to form a belief as to
2 the truth of the allegations of paragraph 18 of the FAC, and therefore deny same and
3 demand strict proof thereof.

4 19. Defendants deny knowledge or information sufficient to form a belief as to
5 the truth of the allegations of paragraph 19 of the FAC, and therefore deny same and
6 demand strict proof thereof.

7 20. Defendants deny knowledge or information sufficient to form a belief as to
8 the truth of the allegations of paragraph 20 of the FAC, and therefore deny same and
9 demand strict proof thereof.

10 21. Defendants deny knowledge or information sufficient to form a belief as to
11 the truth of the allegations of paragraph 21 of the FAC, and therefore deny same and
12 demand strict proof thereof.

13 22. Defendants deny knowledge or information sufficient to form a belief as to
14 the truth of the allegations of paragraph 22 of the FAC, and therefore deny same and
15 demand strict proof thereof.

16 23. Defendants deny knowledge or information sufficient to form a belief as to
17 the truth of the allegations of paragraph 23 of the FAC, and therefore deny same and
18 demand strict proof thereof.

19 24. Defendants deny knowledge or information sufficient to form a belief as to
20 the truth of the allegations of paragraph 24 of the FAC, and therefore deny same and
21 demand strict proof thereof.

22 25. Defendants deny knowledge or information sufficient to form a belief as to
23 the truth of the allegations of paragraph 25 of the FAC, and therefore deny same and
24 demand strict proof thereof.

25 26. Defendants deny knowledge or information sufficient to form a belief as to
26 the truth of the allegations of paragraph 26 of the FAC, and therefore deny same and
27 demand strict proof thereof.

1 27. Defendants deny knowledge or information sufficient to form a belief as to
2 the truth of the allegations of paragraph 27 of the FAC, and therefore deny same and
3 demand strict proof thereof.

4 28. Defendants deny knowledge or information sufficient to form a belief as to
5 the truth of the allegations of paragraph 28 of the FAC, and therefore deny same and
6 demand strict proof thereof.

7 29. Defendants deny knowledge or information sufficient to form a belief as to
8 the truth of the allegations of paragraph 29 of the FAC, and therefore deny same and
9 demand strict proof thereof.

10 30. Defendants deny knowledge or information sufficient to form a belief as to
11 the truth of the allegations of paragraph 30 of the FAC, and therefore deny same and
12 demand strict proof thereof.

13 31. Defendants deny knowledge or information sufficient to form a belief as to
14 the truth of the allegations of paragraph 31 of the FAC, and therefore deny same and
15 demand strict proof thereof.

16 32. Defendants deny knowledge or information sufficient to form a belief as to
17 the truth of the allegations of paragraph 32 of the FAC, and therefore deny same and
18 demand strict proof thereof.

19 33. Defendants deny knowledge or information sufficient to form a belief as to
20 the truth of the allegations of paragraph 33 of the FAC, and therefore deny same and
21 demand strict proof thereof.

22 34. Defendants deny knowledge or information sufficient to form a belief as to
23 the truth of the allegations of paragraph 34 of the FAC, and therefore deny same and
24 demand strict proof thereof.

25 35. Defendants deny knowledge or information sufficient to form a belief as to
26 the truth of the allegations of paragraph 35 of the FAC, and therefore deny same and
27 demand strict proof thereof.

1 36. Defendants deny knowledge or information sufficient to form a belief as to
2 the truth of the allegations of paragraph 36 of the FAC, and therefore deny same and
3 demand strict proof thereof.

4 37. Defendants deny knowledge or information sufficient to form a belief as to
5 the truth of the allegations of paragraph 37 of the FAC, and therefore deny same and
6 demand strict proof thereof.

7 38. Defendants deny knowledge or information sufficient to form a belief as to
8 the truth of the allegations of paragraph 38 of the FAC, and therefore deny same and
9 demand strict proof thereof.

10 39. Defendants deny knowledge or information sufficient to form a belief as to
11 the truth of the allegations of paragraph 39 of the FAC, and therefore deny same and
12 demand strict proof thereof.

13 40. Defendants deny knowledge or information sufficient to form a belief as to
14 the truth of the allegations of paragraph 40 of the FAC, and therefore deny same and
15 demand strict proof thereof.

16 41. Defendants deny knowledge or information sufficient to form a belief as to
17 the truth of the allegations of paragraph 41 of the FAC, and therefore deny same and
18 demand strict proof thereof.

19 42. Defendants deny knowledge or information sufficient to form a belief as to
20 the truth of the allegations of paragraph 42 of the FAC, and therefore deny same and
21 demand strict proof thereof.

22 43. Defendants deny knowledge or information sufficient to form a belief as to
23 the truth of the allegations of paragraph 43 of the FAC, and therefore deny same and
24 demand strict proof thereof.

25 44. Defendants deny knowledge or information sufficient to form a belief as to
26 the truth of the allegations of paragraph 44 of the FAC, and therefore deny same and
27 demand strict proof thereof.

1 45. Defendants deny knowledge or information sufficient to form a belief as to
2 the truth of the allegations of paragraph 45 of the FAC, and therefore deny same and
3 demand strict proof thereof.

4 46. Defendants deny knowledge or information sufficient to form a belief as to
5 the truth of the allegations of paragraph 46 of the FAC, and therefore deny same and
6 demand strict proof thereof.

7 47. Defendants deny knowledge or information sufficient to form a belief as to
8 the truth of the allegations of paragraph 47 of the FAC, and therefore deny same and
9 demand strict proof thereof.

10 48. Defendants deny knowledge or information sufficient to form a belief as to
11 the truth of the allegations of paragraph 48 of the FAC, and therefore deny same and
12 demand strict proof thereof.

13 49. Defendants deny knowledge or information sufficient to form a belief as to
14 the truth of the allegations of paragraph 49 of the FAC, and therefore deny same and
15 demand strict proof thereof.

16 50. Defendants deny knowledge or information sufficient to form a belief as to
17 the truth of the allegations of paragraph 50 of the FAC, and therefore deny same and
18 demand strict proof thereof.

19 51. Defendants deny knowledge or information sufficient to form a belief as to
20 the truth of the allegations of paragraph 51 of the FAC, and therefore deny same and
21 demand strict proof thereof.

22 52. Defendants deny knowledge or information sufficient to form a belief as to
23 the truth of the allegations of paragraph 52 of the FAC, and therefore deny same and
24 demand strict proof thereof.

25 53. Defendants deny knowledge or information sufficient to form a belief as to
26 the truth of the allegations of paragraph 53 of the FAC, and therefore deny same and
27 demand strict proof thereof.

1 54. Defendants deny knowledge or information sufficient to form a belief as to
2 the truth of the allegations of paragraph 54 of the FAC, and therefore deny same and
3 demand strict proof thereof.

4 55. Defendants deny knowledge or information sufficient to form a belief as to
5 the truth of the allegations of paragraph 55 of the FAC, and therefore deny same and
6 demand strict proof thereof.

7 56. Defendants deny knowledge or information sufficient to form a belief as to
8 the truth of the allegations of paragraph 56 of the FAC, and therefore deny same and
9 demand strict proof thereof.

10 57. Defendants deny knowledge or information sufficient to form a belief as to
11 the truth of the allegations of paragraph 57 of the FAC, and therefore deny same and
12 demand strict proof thereof.

13 58. Defendants deny knowledge or information sufficient to form a belief as to
14 the truth of the allegations of paragraph 58 of the FAC, and therefore deny same and
15 demand strict proof thereof.

16 59. Defendants deny knowledge or information sufficient to form a belief as to
17 the truth of the allegations of paragraph 59 of the FAC, and therefore deny same and
18 demand strict proof thereof.

19 60. Defendants deny knowledge or information sufficient to form a belief as to
20 the truth of the allegations of paragraph 60 of the FAC, and therefore deny same and
21 demand strict proof thereof.

22 61. Defendants deny knowledge or information sufficient to form a belief as to
23 the truth of the allegations of paragraph 61 of the FAC, and therefore deny same and
24 demand strict proof thereof.

25 62. Defendants deny knowledge or information sufficient to form a belief as to
26 the truth of the allegations of paragraph 62 of the FAC, and therefore deny same and
27 demand strict proof thereof.

63. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 63 of the FAC, and therefore deny same and demand strict proof thereof.

64. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 64 of the FAC, and therefore deny same and demand strict proof thereof.

65. Defendants deny the allegations of Paragraph 65 of the FAC.

66. Defendants deny the allegations of Paragraph 66 of the FAC.

67. Defendants deny the allegations of Paragraph 67 of the FAC.

68. Defendants deny the allegations of Paragraph 68 of the FAC.

69. Defendants deny the allegations of Paragraph 69 of the FAC.

70. Defendants deny the allegations of Paragraph 70 of the FAC.

71. Defendants deny the allegations of Paragraph 71 of the FAC.

FIRST CAUSE OF ACTION

**(Violation of Defending Trade Secrets Act, 18 U.S.C. § 1836)
(by Colonize against all Defendants)**

72. Defendants re-allege and incorporate by reference their responses to paragraphs 1-71, inclusive, as if fully set forth herein.

73. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 73 of the FAC, and therefore deny same and demand strict proof thereof.

74. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 74 of the FAC, and therefore deny same and demand strict proof thereof.

75. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 75 of the FAC, and therefore deny same and demand strict proof thereof.

1 76. Defendants deny knowledge or information sufficient to form a belief as to
2 the truth of the allegations of paragraph 76 of the FAC, and therefore deny same and
3 demand strict proof thereof.

4 77. Defendants deny knowledge or information sufficient to form a belief as to
5 the truth of the allegations of paragraph 77 of the FAC, and therefore deny same and
6 demand strict proof thereof.

7 78. Defendants deny knowledge or information sufficient to form a belief as to
8 the truth of the allegations of paragraph 75 of the FAC, and therefore deny same and
9 demand strict proof thereof.

10 79. Defendants deny the allegations of Paragraph 79 of the FAC.

11 80. Defendants deny the allegations of Paragraph 80 of the FAC.

12 81. Defendants deny the allegations of Paragraph 81 of the FAC.

13 82. Defendants deny the allegations of Paragraph 82 of the FAC.

14 83. Defendants deny the allegations of Paragraph 83 of the FAC.

15 84. Defendants deny the allegations of Paragraph 84 of the FAC.

16 **SECOND CAUSE OF ACTION**

17 **(Violation of CA Uniform Trade Secrets Act, Cal. Civ. Code § 3426.1)**
18 **(by Colonize against all Defendants)**

19 85. Defendants re-allege and incorporate by reference their responses to
20 paragraphs 1-84, inclusive, as if fully set forth herein.

21 86. Defendants deny knowledge or information sufficient to form a belief as to
22 the truth of the allegations of paragraph 86 of the FAC, and therefore deny same and
23 demand strict proof thereof.

24 87. Defendants deny knowledge or information sufficient to form a belief as to
25 the truth of the allegations of paragraph 87 of the FAC, and therefore deny same and
26 demand strict proof thereof.

1 88. Defendants deny knowledge or information sufficient to form a belief as to
2 the truth of the allegations of paragraph 88 of the FAC, and therefore deny same and
3 demand strict proof thereof.

4 89. Defendants deny knowledge or information sufficient to form a belief as to
5 the truth of the allegations of paragraph 89 of the FAC, and therefore deny same and
6 demand strict proof thereof.

7 90. Defendants deny knowledge or information sufficient to form a belief as to
8 the truth of the allegations of paragraph 90 of the FAC, and therefore deny same and
9 demand strict proof thereof.

10 91. Defendants deny knowledge or information sufficient to form a belief as to
11 the truth of the allegations of paragraph 91 of the FAC, and therefore deny same and
12 demand strict proof thereof.

13 92. Defendants deny knowledge or information sufficient to form a belief as to
14 the truth of the allegations of paragraph 92 of the FAC, and therefore deny same and
15 demand strict proof thereof.

16 93. Defendants deny the allegations of Paragraph 93 of the FAC.

17 94. Defendants deny the allegations of Paragraph 94 of the FAC.

18 95. Defendants deny the allegations of Paragraph 95 of the FAC.

19 96. Defendants deny the allegations of Paragraph 96 of the FAC.

20 97. Defendants deny the allegations of Paragraph 97 of the FAC.

21 98. Defendants deny the allegations of Paragraph 98 of the FAC.

22 99. Defendants deny the allegations of Paragraph 99 of the FAC.

23 **THIRD CAUSE OF ACTION**

24 **(Violation of Unfair Competition Laws Under**
25 **California Business & Professions Code § 17200 et seq.)**
26 **(by Colonize against all Defendants)**

27 100. Defendants re-allege and incorporate by reference their responses to
28 paragraphs 1-99, inclusive, as if fully set forth herein.

101. Defendants deny the allegations of Paragraph 101 of the FAC.

102. Defendants deny the allegations of Paragraph 102 of the FAC.

103. Defendants deny the allegations of Paragraph 103 of the FAC.

104. Defendants deny the allegations of Paragraph 104 of the FAC.

105. Defendants deny the allegations of Paragraph 105 of the FAC.

106. Defendants deny the allegations of Paragraph 106 of the FAC.

107. Defendants deny the allegations of Paragraph 107 of the FAC.

108. Defendants deny the allegations of Paragraph 108 of the FAC.

109. Defendants deny the allegations of Paragraph 109 of the FAC.

110. Defendants deny the allegations of Paragraph 110 of the FAC.

111. Defendants deny the allegations of Paragraph 111 of the FAC.

112. Defendants deny the allegations of Paragraph 112 of the FAC.

113. Defendants deny the allegations of Paragraph 113 of the FAC.

FOURTH CAUSE OF ACTION

(Unjust Enrichment)

(by Colonize against all Defendants)

114. Defendants re-allege and incorporate by reference their responses to paragraphs 1-113, inclusive, as if fully set forth herein.

115. Defendants deny the allegations of Paragraph 115 of the FAC.

116. Defendants deny the allegations of Paragraph 116 of the FAC.

117. Defendants deny the allegations of Paragraph 117 of the FAC.

118. Defendants deny the allegations of Paragraph 118 of the FAC.

119. Defendants deny the allegations of Paragraph 119 of the FAC.

120. Defendants deny the allegations of Paragraph 120 of the FAC.

121. Defendants deny the allegations of Paragraph 121 of the FAC.

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FIFTH CAUSE OF ACTION

**(Violation of the Computer Fraud and Abuse Act - 18 U.S.C. § 1030 et seq.)
(by Colonize against Palmer)**

122. Defendants re-allege and incorporate by reference their responses to paragraphs 1-121, inclusive, as if fully set forth herein.

123. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 123 of the FAC, and therefore deny same and demand strict proof thereof.

124. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 124 of the FAC, and therefore deny same and demand strict proof thereof.

125. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 125 of the FAC, and therefore deny same and demand strict proof thereof.

126. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 126 of the FAC, and therefore deny same and demand strict proof thereof.

127. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 127 of the FAC, and therefore deny same and demand strict proof thereof.

128. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 128 of the FAC, and therefore deny same and demand strict proof thereof.

SIXTH CAUSE OF ACTION

**(Violation of California Comprehensive Computer Data Access and
Fraud Act California Penal Code § 502)
(by Colonize against Palmer)**

129. Defendants re-allege and incorporate by reference their responses to paragraphs 1-128, inclusive, as if fully set forth herein.

1 130. Defendants deny knowledge or information sufficient to form a belief as to
2 the truth of the allegations of paragraph 130 of the FAC, and therefore deny same and
3 demand strict proof thereof.

4 131. Defendants deny knowledge or information sufficient to form a belief as to
5 the truth of the allegations of paragraph 131 of the FAC, and therefore deny same and
6 demand strict proof thereof.

7 132. Defendants deny knowledge or information sufficient to form a belief as to
8 the truth of the allegations of paragraph 132 of the FAC, and therefore deny same and
9 demand strict proof thereof.

10 133. Defendants deny knowledge or information sufficient to form a belief as to
11 the truth of the allegations of paragraph 133 of the FAC, and therefore deny same and
12 demand strict proof thereof.

13 134. Defendants deny knowledge or information sufficient to form a belief as to
14 the truth of the allegations of paragraph 134 of the FAC, and therefore deny same and
15 demand strict proof thereof.

16 135. Defendants deny knowledge or information sufficient to form a belief as to
17 the truth of the allegations of paragraph 135 of the FAC, and therefore deny same and
18 demand strict proof thereof.

19 136. Defendants deny knowledge or information sufficient to form a belief as to
20 the truth of the allegations of paragraph 136 of the FAC, and therefore deny same and
21 demand strict proof thereof.

22 137. Defendants deny knowledge or information sufficient to form a belief as to
23 the truth of the allegations of paragraph 137 of the FAC, and therefore deny same and
24 demand strict proof thereof.

25 138. Defendants deny knowledge or information sufficient to form a belief as to
26 the truth of the allegations of paragraph 138 of the FAC, and therefore deny same and
27 demand strict proof thereof.

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SEVENTH CAUSE OF ACTION

**(Trespass to Chattels)
(by Colonize against Palmer)**

139. Defendants re-allege and incorporate by reference their responses to paragraphs 1-138, inclusive, as if fully set forth herein.

140. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 140 of the FAC, and therefore deny same and demand strict proof thereof.

141. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 141 of the FAC, and therefore deny same and demand strict proof thereof.

142. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 142 of the FAC, and therefore deny same and demand strict proof thereof.

143. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 143 of the FAC, and therefore deny same and demand strict proof thereof.

144. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 144 of the FAC, and therefore deny same and demand strict proof thereof.

EIGHTH CAUSE OF ACTION

**(Conversion)
(by Colonize against Palmer)**

145. Defendants re-allege and incorporate by reference their responses to paragraphs 1-144, inclusive, as if fully set forth herein.

146. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 146 of the FAC, and therefore deny same and demand strict proof thereof.

1 147. Defendants deny knowledge or information sufficient to form a belief as to
2 the truth of the allegations of paragraph 147 of the FAC, and therefore deny same and
3 demand strict proof thereof.

4 148. Defendants deny knowledge or information sufficient to form a belief as to
5 the truth of the allegations of paragraph 148 of the FAC, and therefore deny same and
6 demand strict proof thereof.

7 149. Defendants deny knowledge or information sufficient to form a belief as to
8 the truth of the allegations of paragraph 149 of the FAC, and therefore deny same and
9 demand strict proof thereof.

10 150. Defendants deny knowledge or information sufficient to form a belief as to
11 the truth of the allegations of paragraph 150 of the FAC, and therefore deny same and
12 demand strict proof thereof.

13 151. Defendants deny knowledge or information sufficient to form a belief as to
14 the truth of the allegations of paragraph 151 of the FAC, and therefore deny same and
15 demand strict proof thereof.

16 **NINTH CAUSE OF ACTION**
17 **(Breach and Duty of Loyalty and Fidelity)**
18 **(by Colonize against Palmer)**

19 152. Defendants re-allege and incorporate by reference their responses to
20 paragraphs 1-151, inclusive, as if fully set forth herein.

21 153. Defendants deny knowledge or information sufficient to form a belief as to
22 the truth of the allegations of paragraph 153 of the FAC, and therefore deny same and
23 demand strict proof thereof.

24 154. Defendants deny knowledge or information sufficient to form a belief as to
25 the truth of the allegations of paragraph 154 of the FAC, and therefore deny same and
26 demand strict proof thereof.

1 155. Defendants deny knowledge or information sufficient to form a belief as to
2 the truth of the allegations of paragraph 155 of the FAC, and therefore deny same and
3 demand strict proof thereof.

4 156. Defendants deny knowledge or information sufficient to form a belief as to
5 the truth of the allegations of paragraph 156 of the FAC, and therefore deny same and
6 demand strict proof thereof.

7 157. Defendants deny knowledge or information sufficient to form a belief as to
8 the truth of the allegations of paragraph 157 of the FAC, and therefore deny same and
9 demand strict proof thereof.

10 **TENTH CAUSE OF ACTION**
11 **(Faithless Servant/Breach of Duty of Loyalty)**
12 **(by Colonize against Palmer)**

13 158. Defendants re-allege and incorporate by reference their responses to
14 paragraphs 1-157, inclusive, as if fully set forth herein.

15 159. Defendants deny knowledge or information sufficient to form a belief as to
16 the truth of the allegations of paragraph 159 of the FAC, and therefore deny same and
17 demand strict proof thereof.

18 160. Defendants deny knowledge or information sufficient to form a belief as to
19 the truth of the allegations of paragraph 160 of the FAC, and therefore deny same and
20 demand strict proof thereof.

21 161. Defendants deny knowledge or information sufficient to form a belief as to
22 the truth of the allegations of paragraph 161 of the FAC, and therefore deny same and
23 demand strict proof thereof.

24 162. Defendants deny knowledge or information sufficient to form a belief as to
25 the truth of the allegations of paragraph 162 of the FAC, and therefore deny same and
26 demand strict proof thereof.

1 163. Defendants deny knowledge or information sufficient to form a belief as to
2 the truth of the allegations of paragraph 163 of the FAC, and therefore deny same and
3 demand strict proof thereof.

4 164. Defendants deny knowledge or information sufficient to form a belief as to
5 the truth of the allegations of paragraph 164 of the FAC, and therefore deny same and
6 demand strict proof thereof.

7 165. Defendants deny knowledge or information sufficient to form a belief as to
8 the truth of the allegations of paragraph 165 of the FAC, and therefore deny same and
9 demand strict proof thereof.

10 166. Defendants deny knowledge or information sufficient to form a belief as to
11 the truth of the allegations of paragraph 166 of the FAC, and therefore deny same and
12 demand strict proof thereof.

13 **ELEVENTH CAUSE OF ACTION**
14 **(Intentional Interference with Prospective Economic Relations)**
15 **(by Colonize against Palmer)**

16 167. Defendants re-allege and incorporate by reference their responses to
17 paragraphs 1-166, inclusive, as if fully set forth herein.

18 168. Defendants deny knowledge or information sufficient to form a belief as to
19 the truth of the allegations of paragraph 168 of the FAC, and therefore deny same and
20 demand strict proof thereof.

21 169. Defendants deny knowledge or information sufficient to form a belief as to
22 the truth of the allegations of paragraph 169 of the FAC, and therefore deny same and
23 demand strict proof thereof.

24 170. Defendants deny knowledge or information sufficient to form a belief as to
25 the truth of the allegations of paragraph 170 of the FAC, and therefore deny same and
26 demand strict proof thereof.

1 171. Defendants deny knowledge or information sufficient to form a belief as to
2 the truth of the allegations of paragraph 171 of the FAC, and therefore deny same and
3 demand strict proof thereof.

4 172. Defendants deny knowledge or information sufficient to form a belief as to
5 the truth of the allegations of paragraph 172 of the FAC, and therefore deny same and
6 demand strict proof thereof.

7 **RESPONSE TO PRAYER FOR RELIEF**

8 Defendants aver that no response is required to Plaintiff's "Prayer For Relief," but
9 deny that Plaintiff is entitled to receive any of the relief or judgments requested.
10 Defendants further deny that Plaintiff is entitled to any damages or other relief sought by
11 reason of its FAC, or to any relief whatsoever, against Defendants. As to the remaining
12 allegations in the prayer, Defendants deny each and every allegation contained therein.

13 **DEMAND FOR JURY TRIAL**

14 Defendants hereby demand a trial by jury on all triable issues.

15 **AFFIRMATIVE DEFENSES**

16 Defendants TRIWOLF MEDIA, LLC ("**Triwolf**") and TANGO MULTI MEDIA
17 PRODUCTIONS, LLC ("**Tango**") (collectively, "**Defendants**") plead the following
18 separate and distinct affirmative defenses in response to the First Amended Complaint
19 ("**FAC**") filed by Plaintiff COLONIZE MEDIA, INC. ("**Colonize**" or "**Plaintiff**"),
20 without conceding that they bear the burden of proof as to any of these issues.

21 Defendants reserve the right to assert additional affirmative defenses that
22 discovery indicates are proper.

23 **FIRST AFFIRMATIVE DEFENSE**

24 (Failure to State a Claim)

25 Plaintiff's FAC, and each cause of action alleged therein, fails to state a claim
26 upon which relief can be granted.

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SECOND AFFIRMATIVE DEFENSE

(Federal Law Protection)

Plaintiff's claims for relief are barred, in whole or in part, because Defendants' conduct is protected under federal law.

THIRD AFFIRMATIVE DEFENSE

(Good Faith)

Plaintiff's FAC, and each cause of action alleged therein, fails because Defendants' actions were justified and effected in good faith.

FOURTH AFFIRMATIVE DEFENSE

(Unclean Hands)

Plaintiff's FAC, and each cause of action alleged therein, is barred in whole or in part by the doctrine of unclean hands.

FIFTH AFFIRMATIVE DEFENSE

(Estoppel)

Plaintiff's FAC, and each cause of action alleged therein, is barred in whole or in part by the doctrines of estoppel, consent, and/or waiver.

SIXTH AFFIRMATIVE DEFENSE

(Failure to Mitigate)

Assuming that any loss, injury or damage occurred as Plaintiff alleges, which Defendants specifically deny, Plaintiff failed to mitigate those damages.

SEVENTH AFFIRMATIVE DEFENSE

(Set-Off)

Without conceding that Defendants caused any damage to Plaintiff, or to any other person or entity in any respect, Defendants state that they are entitled to offset any judgment that may be awarded against them in an amount equal to all damages Plaintiff caused to Defendants.

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EIGHTH AFFIRMATIVE DEFENSE

(Standing)

Plaintiff lacks standing to bring this action.

NINTH AFFIRMATIVE DEFENSE

(Apportionment of Fault)

Plaintiff's damages, if any, were caused by the negligence and/or acts or omissions of parties other than Defendants, whether or not parties to this action. By reason thereof, Plaintiff's damages, if any, as against Defendants, must be reduced by the proportion of fault attributable to such other parties, and to the extent that this is necessary, Defendants may be entitled to partial indemnity from others on a comparative fault basis.

TENTH AFFIRMATIVE DEFENSE

(Intervening and Superseding Cause)

Assuming Plaintiff suffered or sustained any loss, damage or injury, which Defendants specifically deny, such loss, damage or injury was proximately caused or contributed to by the negligence or wrongful conduct of other parties, persons or entities, including Plaintiff, and their negligence or wrongful conduct was an intervening and superseding cause of the purported loss, damage or injury of which Plaintiff complains.

ELEVENTH AFFIRMATIVE DEFENSE

(Consent)

Plaintiff's FAC, and each cause of action alleged therein, fails because Plaintiff, and/or the persons and/or entities acting on his behalf, consented to and acquiesced in the subject conduct.

TWELFTH AFFIRMATIVE DEFENSE

(Justification and Privilege)

Plaintiff's FAC, and each cause of action alleged therein, is barred by the doctrine of justification and privilege, in that all actions by Defendants were lawful and were fair and reasonable under the circumstances.

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THIRTEENTH AFFIRMATIVE DEFENSE

(Privilege/Justification/First Amendment)

Defendants have acted fairly and none of the alleged acts of Defendants support claims of unlawful behavior, and all acts were and are justified and privileged. Moreover, First Amendment free speech rights protect Defendants' conduct and bar and/or limit Plaintiff's asserted claims.

FOURTEENTH AFFIRMATIVE DEFENSE

(No Damages)

Plaintiff has suffered no damages from any and all acts by Defendants as alleged in the FAC.

FIFTEENTH AFFIRMATIVE DEFENSE

(Laches)

Plaintiff made a long, continued, and unreasonable delay in giving notice to Defendant of the matters in the alleged in the FAC and in commencing this action to the prejudice of Defendants, and Plaintiff is thereby barred by laches from asserting any alleged claim against Defendants.

SIXTEENTH AFFIRMATIVE DEFENSE

(Bad Faith)

As a further separate and affirmative defense, Defendant alleges that Plaintiff's claims are barred in whole or in part due to Plaintiff's bad faith.

SEVENTEENTH AFFIRMATIVE DEFENSE

(Condition Precedent/Lack of Notice)

Defendants contend that Plaintiff did not perform certain obligations and/or failed to provide Defendants with proper notice needed to give rise to any liability on their part.

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EIGHTEENTH AFFIRMATIVE DEFENSE

(Inability to Prove Damages)

Defendants allege that Plaintiff is unable to properly prove that Plaintiff has incurred any damages as a result of the acts and/or omissions of the Defendants, and cannot prove it incurred any damages as no such damages were actually incurred.

NINETEENTH AFFIRMATIVE DEFENSE

(Readily Ascertainable)

The information at issue in Plaintiff's FAC is readily ascertainable through proper and legitimate methods.

TWENTIETH AFFIRMATIVE DEFENSE

(Ongoing Investigation)

Defendants have not yet completed a thorough investigation or study or completed the discovery of all the facts and circumstances of the subject matter of the FAC and, accordingly, reserve the right to amend, modify, revise or supplement their answer and to plead such other defenses and take such other further actions as they may deem proper and necessary in their defense upon completion of said investigation and/or study.

WHEREFORE, Defendants TRIWOLF MEDIA, LLC and TANGO MULTI MEDIA PRODUCTIONS, LLC respectfully request that this Court enter judgment in their favor and as against Plaintiff COLONIZE MEDIA, INC. as follows:

- i. That Plaintiff's FAC be dismissed, with prejudice and in its entirety;
- ii. That Plaintiff take nothing by reason of its FAC and that judgment be entered against Plaintiff and in favor of Defendants;
- iii. That Defendants be awarded attorneys' fees and costs incurred in defending this action;
- iv. That Defendants be awarded any reasonable attorney's fees as permitted by operation of law; *and*
- v. For such other and further relief as the Court deems just and proper.

1 **DATED:** January 11, 2021

Respectfully submitted,

2 **SINGH, SINGH & TRAUBEN, LLP**
3 **THOMAS K. RICHARDS**

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5 By: /s/ Thomas K. Richards
6 Thomas K. Richards

7 *Attorneys for Defendants*
8 TRIWOLF MEDIA, LLC *and*
9 TANGO MULTIMEDIA PRODUCTIONS, LLC
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